

BYLAWS

THE SOUTHERN CALIFORNIA ASSOCIATION OF GOVERNMENTS

Preamble

The Southern California Association of Governments (hereinafter referred to as either the “Association” or “SCAG”) is an agency voluntarily established by its members pursuant to the Joint Exercise of Powers Act for the purpose of providing a forum for discussion, study and development of recommendations on regional challenges and opportunities of mutual interest and concern regarding the orderly physical development of the Southern California Region among units of local government.

ARTICLE I - FUNCTIONS

The functions of the Association are:

- A. Exchange of objective planning information. Making available to members, plans and planning studies, completed or proposed by local governments, Tribal Governments, or those of State or Federal agencies, which would affect local governments.
- B. Identification and study of challenges and opportunities requiring objective planning by jurisdictions in more than one (1) county in the Southern California area and the making of appropriate policy or action recommendations.
- C. Review and/or develop governmental proposals. Review and/or develop proposals creating agencies of regional scope, and the making of appropriate policy or action recommendations concerning the need for such units or agencies.
- D. Consider questions of common interest and concern to members of the Association in the region and may develop policy and action recommendations of an advisory nature only.
- E. Act upon any matter to the extent and in the manner required, permitted or authorized by the joint powers agreements, State or Federal law, or the regulations adopted pursuant to any such law.
- F. Assist local Association members in the acquisition of real and personal property convenient or necessary for the operation of members by entering into such financing agreements as are necessary to accomplish the pooling and common marketing of such agreements or certificates of participation in order to reduce the cost to members of the acquisition of such real or personal property.
- G. Undertake transportation planning programs and activities in accordance with the Association’s responsibilities as a metropolitan planning organization as outlined in 23 U.S.C.A. § 134 et seq., and as may be amended from time to time.

ARTICLE II - DEFINITIONS

- A. **Alternate**, as used in these Bylaws, means either the mayor or a member of the legislative body of a member city, or the chair of the Board of Supervisors or a member of the legislative body of a member county designated to serve in an official capacity at a meeting of the General Assembly only in the absence of the Official Representative of the member city or county.
- B. **Association**, as used in these Bylaws, means the Southern California Association of Governments as established by that certain Southern California Association of Governments Agreement filed with the California Secretary of State on April 20, 1973, (said Agreement is hereinafter referred to as "Joint Powers Agreement").
- C. **Days**, as used in these Bylaws, means calendar days.
- D. **General Assembly**, as used in these Bylaws, means a meeting of the Official Representatives of the members of the Association.
- E. **Official Representative**, as used in these Bylaws, means (1) the mayor or a member of the legislative body of each member city, (2) the chair of the Board of Supervisors or a member of the legislative body of the member county as their Official Representative, or (3) the chair or member of the governing board of a member County Transportation Commission (CTC) within the counties of Imperial, Los Angeles, Orange, Riverside, San Bernardino and Ventura. Official Representatives may also be referred to as "Delegates" of the Association.
- F. **Voting-Eligible** or **voting-eligible**, as used in these Bylaws describes those members of the Association who retain all voting rights as members and who have not been designated as Ex-Officio members without a right to vote in accordance with Article III A. (3).

ARTICLE III - MEMBERSHIP AND REPRESENTATION FOR THE GENERAL ASSEMBLY

- A. **Membership**
 - (1) All cities and all counties within the area of the counties of Los Angeles, Orange, Riverside, San Bernardino, Ventura and Imperial are eligible for membership in the Association. In addition, the CTCs from those counties are also eligible for membership in the Association.
 - (2) Each member county and each member city shall have one (1) Official Representative and one (1) Alternate in the General Assembly, except that the City of Los Angeles, if and while it is a member city, shall have three (3) Official Representatives and three (3) Alternates. Each CTC member shall have one (1) Official Representative in the General Assembly.

- (3) Membership shall be contingent upon the execution of the Joint Powers Agreement and the payment by each county, city, or CTC of each annual dues assessment. In the event a county, city, or CTC has not paid the annual dues assessment by January 1 of the July 1-June 30 Fiscal Year, its Official Representative(s) shall, after a written notice of dues delinquency from the Executive Director and a subsequent affirmative vote by a majority of the Regional Council voting-eligible members with a quorum in attendance, serve in an Ex-Officio status, without the right to vote in any matter before the General Assembly.
- (4) Any federally recognized Indian Nation within the SCAG region which is significantly involved in regional problems or the boundaries of which include territory in more than one (1) county, shall be eligible for advisory membership in the Association. The representatives of any such advisory member may be a member of the Regional Council and participate in the work of committees of the Association.

B. Representation in the General Assembly

- (1) Only the Official Representative or Alternate present shall represent a member in the General Assembly; provided, however, that a member of the Board of Supervisors of a member county may participate in the discussion of the General Assembly.
- (2) The Official Representative of each city in the General Assembly shall be their respective Regional Council member; however, in the event that the Official Representative of the city is not a Regional Council member then the Official Representative or Alternate for such city shall be designated by the city council, provided that if and while the City of Los Angeles is a member city, the mayor shall be one of its Official Representatives.
- (3) Names of Official Representatives and Alternates shall be communicated in writing to the Association by the appointing city or county forty-five (45) days before the annual meeting of the General Assembly.
- (4) Official Representatives or Alternates shall serve at the General Assembly until a successor is appointed, except if an Official Representative or Alternate ceases to be a member of the appointing legislative body, then the seat shall be vacant until a successor is appointed.

ARTICLE IV - GENERAL ASSEMBLY

A. Powers and Functions

Subject to Article I, the powers of the General Assembly, shall include:

- (1) The determination of policy matters for the Association.

- (2) Any Official Representative may, at any meeting of the General Assembly, propose a subject(s) for study by the Association provided that the Official Representative has notified the President of the proposal forty-five (45) days in advance of any regular meeting of the General Assembly. The General Assembly may determine whether a study will be made of the subject(s) proposed, or may refer such subject(s) to the Regional Council.
- (3) Any Official Representative may, at any regular meeting of the General Assembly, request review by the General Assembly of any action of the Regional Council which has been taken between meetings of the General Assembly.
- (4) At its annual meeting, the General Assembly shall review the proposed General Fund budget and annual dues assessment schedule and shall adopt an annual General Fund budget and an annual dues assessment schedule.
- (5) Any Official Representative who desires to propose any policy matter for action by the General Assembly shall submit the matter to the Regional Council in the form of a proposed resolution at least forty-five (45) days prior to any regular meeting of the General Assembly. The President shall appoint Regional Council members to serve on the Bylaws and Resolutions Committee to consider each such resolution, and the Bylaws and Resolutions Committee shall submit its recommendations for action to the Regional Council. Upon review of any proposed resolution, the Regional Council shall submit its recommendations to the General Assembly. A copy of each such proposed resolution together with the Regional Council's recommendations thereon, shall be included in the agenda materials for each regular meeting of the General Assembly.

B. Meetings

- (1) A regular meeting of the General Assembly shall be held once a year. Special meetings of the General Assembly may be called by the Regional Council upon the written request of the President and with the affirmative votes of a majority of the Regional Council voting-eligible members present at a meeting with a quorum in attendance. Ten (10) days' written notice of a special meeting shall be given to the Official Representatives and Alternates of each member of the Association. An agenda specifying the subject of the special meeting shall accompany the notice.
- (2) The time, date and location for meetings of the General Assembly shall be determined by the Regional Council.
- (3) Notice of the regular meeting of the General Assembly shall be given to the Official Representatives and Alternates of each member of the Association at least thirty (30) days prior to each regular meeting. An agenda for the regular meeting shall accompany the notice. Notice of any changes to the agenda shall be given at least ten (10) days prior to the regular meeting.

- (4) The General Assembly may adopt rules for its own procedures.

C. **Voting in the General Assembly shall be conducted in the following manner:**

- (1) A quorum of the General Assembly shall consist of one-third of the Official Representatives from voting-eligible members of the Association or their Alternates.
- (2) Each Official Representative of a voting-eligible member of the Association shall have one (1) vote. In the absence of the Official Representative, the Alternate shall be entitled to vote. Unless otherwise identified in these Bylaws, an affirmative vote of a majority of the Official Representatives or Alternates of the General Assembly voting-eligible members present with a quorum in attendance shall be necessary for the approval or adoption of any matter presented for action to the General Assembly.
- (3) Voting may be by voice, displaying voting cards, roll call vote or through the use of an electronic voting system. A roll call vote shall be conducted upon the demand of five (5) Official Representatives or their Alternates present, or at the discretion of the presiding officer.

ARTICLE V - REGIONAL COUNCIL

A. **Regional Council Organization:** There shall be a Regional Council of the Association which shall be organized as set forth below and which shall be responsible for such functions as are hereinafter set forth:

- (1) **Membership:** The membership of the Regional Council shall be comprised of: one (1) representative from each member county Board of Supervisors, except for the County of Los Angeles which shall have two (2) representatives; one (1) representative from the Tribal Government Regional Planning Board, who shall be a locally elected Tribal Council member from a federally recognized Tribal Government within the SCAG region; one (1) representative from each District (as defined below); the Mayor of the City of Los Angeles serving as an at-large representative for the City; one (1) city council member or member of a County Board of Supervisors, from the governing boards of each of the six (6) County Transportation Commissions (“CTC”); one (1) local government elected representative from one of the five (5) Air Districts within SCAG to represent all five (5) Air Districts operating within the SCAG region; and one (1) local government elected representative from the Transportation Corridor Agencies (TCA).
- (a) **Districts:** For purposes of representation on the Regional Council, Districts shall be organized and defined as follows:
 - (1) A District shall be established by the Regional Council and be comprised of a group of cities that have a geographic community

of interest and have approximately equal population. A District may be comprised of cities within different counties, but Districts established by subregions under Article V A. (1)(a)(5) shall include only cities within the boundaries of such subregions. Procedures for District Representative elections shall be set forth under the Regional Council Policy Manual ("Policy Manual").

- (2) The Regional Council shall review, and if it deems necessary, modify or establish District boundaries based upon city population data as most recently available from the State Department of Finance. The Regional Council shall review the district boundaries in 2004 and thereafter in every year ending in 3 or 8.
- (3) Notwithstanding any other provisions of these Bylaws, in the event that upon review of the Districts by the Regional Council in 2004 or thereafter, District boundaries are changed, then those impacted Districts shall hold a special election, no later than two (2) months after final action by the Regional Council, to elect their District representative who shall serve for a term established by the Regional Council. Such elections shall be held in accordance with the procedures established in the Policy Manual A.(1).
- (4) If a new city within the Association's region is incorporated after Districts have been established, the newly incorporated city shall be assigned by the Regional Council in consultation with the applicable subregional organization, to a District with other cities with which it has contiguous borders until such time as District boundaries are again reviewed by the Regional Council.
- (5) In any area where a subregional organization has either (1) been formally established under a joint powers agreement pursuant to California Government Code Sections 6500 et seq. serving as the subregional planning agency for the general purpose local governments and is not a single-purpose joint powers authority or a special district entity, or (2) been recognized by action of the Regional Council; and is organized for general planning purposes such as for the purpose of conducting studies and projects designed to improve and coordinate the common governmental responsibilities and services on an area-wide and regional basis, exploring areas of intergovernmental cooperation and coordination of governmental programs and providing recommendations and solutions to problems of common and general concern, such subregional organization shall make recommendations to establish a District (or Districts) within the boundaries of such subregional area. For purposes of establishing Districts, the subregional organization shall use the definition of District as set forth in

Article V A. (1)(a)(1) above. The subregional organization shall have authority to make recommendations to the Regional Council to establish Districts in every year ending in 3 or 8 and shall use city populations as most recently determined by the State Department of Finance. If a new city within the subregional area is incorporated after Districts have been established, the newly incorporated city shall be assigned to a District in accordance with Article V A.(1)(a)(4) above until such time as Districts are again reviewed.

- (6) The Regional Council shall establish a maximum of seventy (70) Districts.

(b) **Regional Council Representation**

- (1) There shall be a minimum of one (1) District representative for all of the cities within each county in the Association.
- (2) Any Regional Council member representing a member city in a single City District or county which has not yet paid its annual dues assessment by January 1 of the July 1 - June 30 Fiscal Year shall, after a written notice of dues delinquency from the Executive Director and a subsequent affirmative vote by a majority of the voting-eligible Regional Council members present with a quorum in attendance, shall be placed in an Ex-Officio member status, without the right to vote, on the Regional Council or any committee or subcommittee of the Association.
- (3) Any Regional Council member from a member city in a District comprised of multiple cities which has not paid its annual dues assessment by January 1 of the July 1-June 30 Fiscal Year, and who represents a District comprised of more than one (1) city, shall, after a written notice of dues delinquency from the Executive Director and a subsequent affirmative vote by a majority of the voting-eligible Regional Council members present with a quorum in attendance, relinquish his/her position on the Regional Council and the seat shall be declared vacant by the President. Such vacancies shall be filled through the District Representative special election procedures set forth by the Regional Council.
- (4) Any Regional Council member from a Native American Tribe which has not paid its annual dues assessment by January 1 of the July 1-June 30 Fiscal Year, and who represents the Tribal Government Regional Planning Board, shall, after a written notice of dues delinquency from the Executive Director and a subsequent affirmative vote by a majority of the voting-eligible Regional Council members present with a quorum in attendance, relinquish

his/her position on the Regional Council and the seat shall be declared vacant by the President. Such vacancies shall be filled by the Tribal Government Regional Planning Board.

- (5) CTC, TCA and the Tribal Government Regional Planning Board representatives to the Regional Council shall be appointed by their respective governing boards, and the appointments shall be formally communicated in writing to the President. The Air District representative shall be determined by the five (5) Air Districts within SCAG, with such determination formally communicated in writing to the President.
- (6) Any Regional Council member representing a CTC which has not paid its annual dues assessment by January 1 of the July 1-June 30 fiscal year shall, after a written notice of dues delinquency by the Executive Director and a subsequent affirmative vote by a majority of the voting-eligible Regional Council members present with a quorum in attendance, be granted Ex-Officio status without the right to vote, on the Regional Council.

(2) **Terms of Office:**

- (a) Membership on the Regional Council by District representatives shall be for two (2) years upon election. Terms of District representatives shall commence on the adjournment of the annual meeting of the General Assembly and expire at the conclusion of the second regular meeting of the General Assembly occurring after their election. If a District representative on the Regional Council officially ceases to be a locally elected official, his or her Regional Council shall be declared vacant by the President, and such vacancies shall be filled through special election procedures as set forth by the Regional Council. In the case of District representatives elected pursuant to special elections to fill vacancies, the term shall be for such time as will fill out the remainder of the vacated term.
- (b) The terms of District representatives who represent even-numbered Districts shall be two (2) years and shall expire in even-numbered years. Terms of District representatives who represent odd-numbered Districts shall be two (2) years and shall expire in odd-numbered years.
- (c) Membership on the Regional Council by county representatives and representatives of the CTCs, Tribal Government Regional Planning Board, Air Districts and TCA shall be for two (2) year terms, commencing on the date of appointment and expire two (2) years thereafter. If any of the above-mentioned representatives officially cease to be a locally elected official, his or her Regional Council seat shall be declared vacant by the President. Vacancies on the Regional Council shall be filled by action of

the respective county, CTC, the Tribal Government Regional Planning Board, TCA or as determined by the five Air Districts in the SCAG region in the case of the Air District representative.

- (3) **Meetings:** Unless otherwise determined by the Regional Council, it shall generally meet at least once a month. The date, time and location of the Regional Council meetings shall be recommended by the Executive Director and ratified by the Regional Council. Meetings shall be held upon the call of the President or upon the call of a majority of the members of the Regional Council. The Regional Council may adopt any other meeting procedures as part of the Regional Council Policy Manual.
- (4) **Duties:**
- (a) Subject to the policy established by the General Assembly, the Regional Council shall conduct the affairs of the Association and shall approve the Regional Council Policy Manual and any amendments thereto. The Executive Director or his designee shall have the authority to make administrative modifications to the Regional Council Policy Manual to reflect past Regional Council actions without the Regional Council's approval of a formal amendment to the Regional Council Policy Manual.
 - (b) The Regional Council shall review and may amend the General Fund Budget as proposed by the Executive Director. The proposed General Fund Budget and the annual dues assessment schedule, as approved by the Regional Council, shall be submitted to members of the General Assembly at least thirty (30) days before the annual meeting. After adoption of the General Fund Budget and annual dues assessment schedule by the General Assembly, the Regional Council, in coordination with the Executive Director, shall control all Association expenditures in accordance with such General Fund Budget.
 - (1) The Regional Council shall have the power to make changes to or transfer funds within the General Fund Budget in order to meet unanticipated needs or changed situations. Any and all such actions shall be reported to the General Assembly at its next regular meeting.
 - (2) At each annual meeting of the General Assembly, the Regional Council shall report on all budget and financial transactions since the previous annual meeting.
 - (c) The Regional Council shall submit a report of its activities at each regular meeting of the General Assembly.
 - (d) The Regional Council shall have the authority to appoint, ratify the annual Performance Agreement of, fix the compensation and benefits of and

remove an Executive Director of the Association, and shall also have the authority to fix the salary classification levels for employees of the Association.

- (e) The Regional Council or Policy Committees shall have the power to establish committees or subcommittees to study specific problems, programs, and other matters which the Regional Council or General Assembly have approved for study.
 - (f) Recommendations from committees for policy decisions shall be made to the Regional Council. The Regional Council shall have the authority to act upon policy recommendations including policy recommendations from the committees, or it may submit such recommendations, together with its comments, to the General Assembly for action.
 - (g) The Regional Council shall be responsible for carrying out policy decisions made by the General Assembly.
 - (h) Members of the Regional Council may make informational inquiries of the Executive Director or Association executive staff consistent with the official Association duties of such members; however, members of the Regional Council shall refrain from any actions or contacts within the Association that would interfere with the powers and duties of the Executive Director.
 - (i) All Regional Council members shall comply with the SCAG Conflict of Interest Policy as adopted and amended from time to time by the Regional Council.
- (5) **Voting:** In the Regional Council voting shall be conducted in the following manner:
- (a) Only representatives of the membership as defined in Article V A.(1) shall have the right to vote as a member of the Regional Council.
 - (b) One-third (1/3) of the voting-eligible members of the Regional Council shall constitute a quorum of the Regional Council.
 - (c) The affirmative votes of a majority of the voting-eligible Regional Council members present with a quorum in attendance are required for action by the Regional Council, except as set forth in subsections (d), (e) and (f) below.
 - (d) In order to recommend the annual budget to the General Assembly, the affirmative vote of not less than a majority of the Regional Council voting-eligible membership is required.

- (e) In order to appoint or remove the Executive Director, the affirmative vote of not less than a majority of the Regional Council voting-eligible membership is required.
 - (f) Each official representative from a CTC, the Tribal Government Regional Planning Board, the Air Districts and TCA shall have the right to vote in the same manner as other voting-eligible members of the Regional Council.
 - (g) Voting-eligible Regional Council members are free to abstain from voting on any issue before the Regional Council. Any abstention does not count as a vote in favor or against a motion.
- (6) **Expenses:** Members of the Regional Council shall serve with compensation and shall be reimbursed for the actual necessary expenses incurred by them in the performance of their duties for the Association, to the extent that such compensation and reimbursement are not otherwise provided to them by another public agency, a Tribal Government or the Tribal Government Regional Planning Board. The Regional Council shall determine the amount of such compensation and set forth other procedures for expenses under the Policy Manual.
- B. **Permanent Committees:** For the purpose of developing policy recommendations to the Regional Council, the Regional Council shall establish as permanent committees the “Executive/Administration Committee,” the “Legislative/Communications and Membership Committee” and the three (3) policy committees known as the “Transportation Committee,” the “Energy and Environment Committee,” and the “Community, Economic and Human Development Committee” (the latter three committees collectively referred to herein as the “Policy Committees”).
- C. **Executive/Administration Committee**
- (1) **Membership:** The membership of the Executive/Administration Committee (EAC) shall be comprised of the President, First Vice- President, Second Vice-President and Immediate Past-President and the President shall serve as the chair. The EAC shall also include the respective Chairs and Vice Chairs of Legislative/Communications and Membership Committee and the three (3) Policy Committees, the representative from the Tribal Government Planning Board serving on the Regional Council, and an additional four (4) Regional Council members appointed by the President. In making the appointments, the President shall ensure that the six (6) counties within SCAG have representation on the EAC. In addition, the President may appoint one (1) member from the private sector to serve on the EAC in an ex-officio, non-voting capacity. Appointment by the President of members to the EAC shall be for one (1) year terms, which such appointment to expire upon the adjournment of the regular meeting of the General Assembly.

- (2) **Meetings:** The EAC shall generally meet at least once a month and in accordance with the Regional Council Policy Manual, except that the EAC may decide not to meet upon the call of the EAC chair after consultation with the Executive Director or his designee.
- (3) **Duties:**
- (a) Subject to any limitations that may be established by the General Assembly and/or the Regional Council, the EAC is authorized to make decisions and take actions that are binding upon the Association if the President or the Executive Director determine that such decisions or actions are necessary prior to the next regular meeting of the Regional Council.
 - (b) Subject to the policies of the Regional Council, the EAC shall be responsible for: (1) developing policy recommendations to the Regional Council on administration, human resources, budgets, finance, operations, communications, or any other matter specifically referred by the Regional Council; and (2) negotiating an annual Performance Agreement with the Executive Director, subject to ratification of the Regional Council. The Executive Director's Performance Agreement shall be effective the first day of July of the calendar year. The EAC shall be responsible for performing the annual evaluation of the Executive Director's performance of the prior year's agreed-upon Performance Agreement. The EAC shall complete the Executive Director's annual Performance Evaluation no later than the regularly scheduled meeting in June of the Regional Council.
 - (c) The powers and duties of the EAC shall include such other duties as the Regional Council may delegate.
- (4) **Voting:** A quorum shall be one-third (1/3) of the voting-eligible members of the EAC. The affirmative vote of the majority of the voting-eligible EAC members present with a quorum in attendance is required for an action by the Executive/Administration Committee.

D. **Legislative/Communications and Membership Committee**

- (1) **Membership:** Regional Council members may serve as members to the Legislative/Communications and Membership Committee (LCMC). Members to the LCMC shall be appointed by the President for one (1) year terms with such appointments to expire with the adjournment of the regular meeting of the General Assembly.
- (2) **Meetings:** The LCMC shall generally meet once a month and in accordance with the Regional Council Policy Manual, except that the LCMC may decide not to meet upon the call of the LCMC chair after consultation with the Executive Director or his designee.

(3) **Duties:**

- (a) The Legislative, Communications and Membership Committee shall be responsible for developing recommendations to the Regional Council regarding legislative and telecommunications matters; providing policy direction for the agency's marketing communications strategy, outreach issues/materials and electronic communications systems; reviewing sponsorship opportunities whose cost will exceed \$5,000; and promoting agency membership.
- (b) The duties of the LCMC shall include such other duties as the Regional Council may delegate.

E. **Policy Committees**

(1) **Membership:**

- (a) The Policy Committees may include as voting members the following: Regional Council members; one (1) representative from the California Department of Transportation; local government elected representatives from each of the general purpose subregional organizations as established under Article V A.(1)(a)(5) of these Bylaws; and one (1) duly appointed board member, who is a general purpose local elected official from an agency with which the Association has a statutory or Memorandum of Understanding relationship.
- (b) The Policy Committees may include ex-officio (non-voting) members who shall be representatives from regional and subregional single purpose public agencies and other members as approved by the Regional Council.
- (c) Regional Council members representing the CTCs, the Tribal Government Regional Planning Board, TCA and the Air Districts shall have the right to vote as members of the Policy Committees and may be appointed Chair or Vice-Chair of a Policy Committee.

(2) **Appointments to Policy Committees:** The President with regard to each Policy Committee shall:

- (a) Appoint all interested and available Regional Council members to one (1) of the Policy Committees for two (2) year terms. In making such appointments, the President shall to the extent practicable appoint an equal number of members to each policy committee taking into consideration regional representation, geographical balance, diversity of views and other factors deemed appropriate by the President.
- (b) Appoint to the Policy Committees members representing public agencies which have a statutory or Memorandum of Understanding relationship

with SCAG. The members shall be appointed for two-(2) year terms based on a written request from the agency's governing board. Appointments shall be limited to one (1) representative from each public agency. In making such appointments, the President shall consider regional representation.

- (c) Appoint ex-officio (non-voting) members to the Policy Committees representing the business sector, labor, community groups and other public interest groups upon the recommendation of the respective Policy Committee and approval by the Regional Council.
- (d) In addition to the appointments to the Policy Committees of subregional organization elected representatives provided for above in subsection (1)(a) of this Section E, the President shall appoint to the Policy Committees for two (2) year terms additional local government elected representatives from each subregional organization which has at least four (4) Districts.
- (e) The determination of the total number of additional representatives from each subregional organization to be appointed to the Policy Committees shall be as follows: One (1) additional local government elected representative for each District in excess of three (3) Districts shall be appointed by the President. The governing boards of each of the subregional organizations shall nominate the additional representatives provided for in this subsection (2)(e) to be appointed to the Policy Committees. In making the appointments, the President shall consider, among other things, regional representation.
- (f) In addition to the appointment of the Regional Council member representing the Tribal Government Regional Planning Board to a Policy Committee, the President shall appoint with the consent of the Tribal Government Regional Planning Board additional members to each Policy Committee such that the Tribal Government Regional Planning Board shall have two (2) voting members on each Policy Committee. Such representative shall be locally elected Tribal Council members from the federally recognized Tribal Governments within the SCAG region.
- (g) In order to facilitate participation by member cities of the Association, the President shall have the authority to make at-large appointments of local elected officials from cities that are not directly represented on a Policy Committee; provided, that the President shall only make such at-large appointment if there is no vacant subregional appointment to the Policy Committees. The term of the local elected official appointed by the President in this manner shall be limited to the remainder of the Presidential year, except that the local elected official may continue to serve on the Policy Committee if its respective city council approve his or

her re-designation and a future SCAG President authorizes the re-appointment. Local elected officials serving in an at-large capacity on a Policy Committee are not eligible to serve as the Chair or Vice-Chair of the Policy Committee.

- (3) **Meetings:** The Policy Committees shall generally meet at least once a month and in accordance with the Regional Council Policy Manual, except that the Policy Committees may decide not to meet upon the call of the respective Policy Committee chair after consultation with the Executive Director or his designee.
- (4) **Duties of the Transportation Committee (TC):** The Transportation Committee shall study and provide policy recommendations to the Regional Council relative to challenges and opportunities, programs and other matters, which pertain to the regional issues of mobility and accessibility, including, but not limited to all modes of surface transportation, transportation system preservation and system management, regional aviation, regional goods movement, transportation finance as well as transportation control measures.
- (5) **Duties of the Energy and Environment Committee (EEC):** The Energy and Environment Committee shall study and provide policy recommendations to the Regional Council relative to challenges and opportunities, programs and other matters, which pertain to the regional issues of energy and the environment. EEC shall also be responsible for reviewing and providing policy recommendations to the Regional Council on matters pertaining to environmental compliance.
- (6) **Duties of the Community, Economic and Human Development Committee (CEHD):** The Community, Economic and Human Development Committee shall study and provide policy recommendations to the Regional Council relative to challenges and opportunities, programs and other matters which pertain to the regional issues of community, economic and human development, housing and growth. CEHD shall also receive information regarding projects, plans and programs of regional significance for determinations of consistency and conformity with applicable regional plans.
- (7) **Joint Meetings of the Policy Committees:** The duties of the Policy Committees are specified in subsections (4), (5) and (6) of this subsection. To the extent that there are matters which are within the scope of review of more than one Policy Committee, the respective Policy Committees shall meet in joint meetings to consider the matter and provide unified policy recommendations to the Regional Council, if applicable. The chairs of the respective Policy Committee shall decide amongst themselves who shall preside over the joint meeting.

- F. **Appointments:** The President is authorized to appoint members of the Regional Council to SCAG committees, ad hoc committees, subcommittees, or task forces to study specific problems, programs, or other matters which the Regional Council or General Assembly have approved for study. The President is authorized to appoint new members or re-appoint prior members to any SCAG committee, ad hoc committee,

subcommittee or task force. The President is also authorized to appoint Regional Council members to governing boards of other agencies, districts, commissions, and authorities as representatives of the Association. If no Regional Council members are available for such appointment, the President may appoint an elected official not on the Regional Council to represent the Association. Elected officials appointed to represent the Association who are not then members of the Regional Council shall be Ex-Officio members of the Regional Council without the right to vote. Terms of appointment of Regional Council members and other elected officials to governing boards of other agencies, districts, commissions, and authorities shall be consistent with the term of office of the appointing President.

ARTICLE VI - OFFICERS, DUTIES, ELECTIONS AND VACANCIES

- A. Officers of the Association shall consist of a President, a First Vice-President, Second Vice-President, Immediate Past President and a Secretary-Treasurer. The Association's President, First Vice-President, and Second Vice-President shall be elected annually by the Regional Council at its annual General Assembly meeting, from among its membership as set forth below. The Executive Director of the Association shall serve as the Secretary-Treasurer of the Association, but shall have no vote in the Association.
- B. Officers of the Association, except the Secretary-Treasurer, shall be elected from a list of candidates for each office which shall be prepared by a Nominating Committee and submitted to the Regional Council for review and approval. The Nominating Committee shall be composed of six (6) Regional Council members who collectively represent the six (6) counties within the SCAG region, with at least two (2) members being County representatives. Members on the Nominating Committee shall serve for one (1) year terms with the term to expire with the adjournment of the regular meeting of the General Assembly. The Immediate Past President shall serve as the chair of the Nominating Committee for one (1) year. The Nominating Committee shall review the candidates based upon minimum eligibility requirements established by the Regional Council and as set forth below in Article VI (C).

In the event that prior to the annual General Assembly meeting, a candidate for President or First Vice-President who has been approved by the Nominating Committee or Regional Council officially loses his or her seat on its respective local elected office or respective Regional Council District representative seat, the candidate for First Vice-President shall be deemed the candidate for President and the candidate for Second Vice-President shall be deemed the candidate for First Vice-President, provided that the applicable candidates are agreeable to the change.

In the event that prior to the annual General Assembly meeting, a candidate for Second Vice-President who has been approved by the Nominating Committee or Regional Council officially loses his or her seat on its respective local elected office or respective Regional Council District representative seat, the Regional Council shall select the candidate from a list of candidates who meet the minimum eligibility requirements established by the Regional Council. The Nominating Committee may also meet to

review the list of candidates and make a recommendation to the Regional Council regarding the new candidate for Second Vice-President if there is sufficient time before the General Assembly meeting.

- C. The Nominating Committee shall review the candidates based upon the following eligibility requirements:
- (1) At the time of the application, the candidate must have completed at least one full term (i.e. two years) on the Regional Council.
 - (2) Candidate must be actively involved with SCAG.
 - (3) Candidate must be a local elected official from a SCAG member county, city or county transportation commission.
 - (4) At the time of the application, it is reasonable to conclude that the candidate will be in elected office during the term of the respective officer position (e.g. term limits do not prevent the candidate for serving the term of the respective officer position).
 - (5) If applicable, it is reasonable to conclude that the candidate shall maintain representation of his or her Regional Council District.
 - (6) Candidate may be self-nominated or nominated by a colleague on the Regional Council.
 - (7) Candidate must have submitted a completed nomination application to SCAG by the appropriate deadline.
- D. The recommended candidates for each office shall be submitted to the Regional Council for consideration and approval by the Nominating Committee at least one (1) month prior to the annual General Assembly meeting. The Nominating Committee shall recommend one candidate to the Regional Council for each office (except Secretary-Treasurer). If the Nominating Committee cannot agree on one candidate to recommend to the Regional Council, all candidates for the respective office shall be presented to the Regional Council. The Regional Council may also consider and approve candidates for each office who are nominated directly at a Regional Council meeting as part of the election process. New Officers shall take office after the ratification of the General Assembly and commencing upon the adjournment of the General Assembly meeting.
- E. A vacancy shall immediately occur in the office of the President, First Vice- President, Second Vice-President or Immediate Past President upon the resignation or death of the person holding such office, or upon the person holding such office ceasing to be a local elected official. Upon the occurrence of a vacancy in the office of President, First Vice-President, or Second Vice-President, a vacancy shall be filled for the balance of an unexpired term in order of succession by elevating the next remaining officer to such position, and the President shall call for a Special Election to fill the unexpired term of

the office of Second Vice-President. Such second Vice-President shall be selected from a list of candidates which shall be prepared by a Nominating Committee structured in accordance with the provisions of Article VI, Section B. The nominee selected for the office of second Vice-President shall be submitted to the Regional Council by the Nominating Committee. The new second Vice-President shall take office upon adjournment of that meeting. Upon the occurrence of a vacancy in the position of the Immediate Past President, the next most immediate and available past President of SCAG still serving as a Regional Council member shall fill the position and serve for the balance of the unexpired term.

- F. Notwithstanding any provision in these Bylaws to the contrary, a Regional Council member from the Tribal Government Regional Planning Board or the Air Districts shall not be eligible to be elected by the Regional Council as Officers of the Association. Regional Council members representing the CTCs are eligible to be elected by the Regional Council as Officers of the Association.
- G. The President of the Association shall be the presiding officer of the Regional Council and of the General Assembly. The First Vice-President shall act as the presiding officer in his/her absence. The Second Vice-President, followed by the Immediate Past President, shall act as the presiding officer in the absence of both of the above officers.
- H. The Secretary-Treasurer shall maintain a record of all Association proceedings, maintain custody of all Association funds, and otherwise perform the usual duties of such office.

ARTICLE VII - EXECUTIVE DIRECTOR

The Executive Director shall be the chief administrative officer of the Association. The powers and duties of the Executive Director are:

- A. Subject to the authority of the General Assembly and the Regional Council, to administer the affairs of the Association including, but not limited to, oversight and approval of the Personnel Rules, Procurement Manual and Accounting Manual of the Association.
- B. To appoint, direct and remove all other employees of the Association.
- C. Annually to prepare and present a proposed budget to the Regional Council and to control the approved budget.
- D. To serve as Secretary-Treasurer of the Association.
- E. To attend the meetings of the General Assembly and the Regional Council.
- F. To perform such other duties as the General Assembly or the Regional Council or the Regional Council Policy Manual may require.

- G. To ensure compliance with the Association's responsibilities as a metropolitan planning organization as outlined in 23 U.S.C.A. § 134 et seq., and as may be amended from time to time.

ARTICLE VIII - FINANCES

A. **Fiscal Year**

The Fiscal year of the Association shall commence on July 1.

B. **Budget Submission and Adoption**

The Association budget shall be submitted by the Executive Director to the Regional Council. The Regional Council shall adopt an Association budget at least 30 days prior the Annual Meeting. The Association budget and assessment schedule shall be adopted by the General Assembly at the Annual Meeting. Notwithstanding any provision of the agreement establishing the Association, any member that cannot pay its assessment therefore because of any applicable law or charter provision, or other lack of ability to appropriate or pay the same, may add such assessment to its assessment for the next full fiscal year. The budget for each year shall provide the necessary funds with which to obtain and maintain the requisite liability and worker's compensation insurance to fully protect each of the signatory parties hereto, and such insurance shall be so obtained and maintained.

C. **Annual Membership Dues Assessment**

Each year, upon adoption of the General Fund Budget, the General Assembly shall fix an annual membership dues assessment for all members of the Association in amounts sufficient to provide the funds required by the budget and shall advise the legislative body of each member thereof on or before the first regularly scheduled Regional Council meeting within thirty (30) days of the date of the General Assembly meeting of such year. Absent any other decision regarding membership assessments by the General Assembly, the annual membership dues assessment will be adjusted by the most recent year to date change in the Consumer Price Index, with a minimum of one per cent (1%), for the Los Angeles -Riverside-Orange Counties area. The Regional Council, for not more than one (1) year at a time, may defer, waive, or reduce payment of the annual dues for any member. Similarly, the Executive Director may authorize reduced payment of the annual dues for any member by no more than ten (10%) for not more than one (1) year at a time based upon the member's documented financial hardship. In taking any of the actions above, the Regional Council shall adjust the General Fund Budget to provide a balanced General Fund Budget reflecting any of the above actions. Any action of the Regional Council deferring, waiving, or reducing the payment of the annual dues shall be reported at the following General Assembly meeting. The amount of each member's assessment shall be determined in accordance with the formula set out in Paragraph "D," following.

D. **Methods of Assessment**

Each member county and each member city, based on its total population, shall pay, as part of its total annual assessment, the following fixed basic assessment:

COUNTIES		CITIES	
Total Population	Base	Population	Base
Up to 249,999	3,500	Up to 9,999	\$ 100
250,000 – 1,099,999	10,000	10,000 – 24,999	250
1,100,000 – 1,999,999	15,000	25,000 – 99,999	500
2,000,000 – 3,999,999	25,000	100,000 – 499,000	750
4,000,000 up	35,000	500,000 – 999,999	1,000
		1,000,000 up	1,250

For purposes of the annual assessment each federally recognized Tribal Government in the SCAG region shall be treated as a member city. The remainder of the total annual dues assessment to be borne by the member counties shall be charged to and paid by said member counties in proportion that the population of unincorporated portions of each bear to the total regional population. The remainder of the total annual assessment to be borne by the member cities shall be charged to and paid by said member cities in the proportion that the population of each bears to the total regional population. The computation of the shares of said total annual assessments as above provided shall be based upon the respective populations of the counties and cities as determined by the State Controller in making the most recent allocation to cities and counties pursuant to the Motor Vehicle License Fee Law, or based upon population data from the State Department of Finance in the event that the State Controller data is not available. For a member city newly incorporated pursuant to California Government Code Section 57176, the total annual assessment for the first five (5) years following incorporation shall be based upon such city's actual population as defined under California Revenue and Taxation Code Section 11005.3(d).

If any county or city was not a member at the time the latest assessment was fixed and shall become a member of the Association thereafter, an assessment shall be payable by such county or city to the Association upon becoming a member in a sum based upon the current county or city per capita rate, as the case may be, prorated from the date of establishing membership until the July 1 following the next annual meeting of the General Assembly after such date. Notwithstanding the previous provisions of this Section, no rebates or adjustments shall be made among the existing member counties and/or cities if such additional assessments shall be received from new members. Notwithstanding the previous provisions of this Section, no regular dues assessment of any county or city shall exceed twenty percent (20%) of the total assessment for any annual assessment period.

Regional Council Membership Assessment for CTCs: Each CTC shall pay a fixed annual Regional Council membership assessment based on total population, using the

following assessment table:

<u>Total Population</u>	<u>Annual Assessment</u>
Up to 249,000	\$ 3,500
250,000-1,099,999	\$ 10,000
1,100,000-1,999,000	\$ 15,000
2,000,000-3,999,999	\$ 25,000
More than 4,000,000	\$ 35,000

Regional Council Membership Assessment for TCA and Air Districts: TCA shall pay a fixed annual Regional Council membership assessment of \$10,000. The annual Regional Council membership assessment to have a representative from the Air Districts on the Regional Council shall also be \$25,000 to be paid in a manner agreed upon by the five (5) Air Districts within the SCAG region.

E. **Annual Audit**

The Regional Council shall cause an annual external audit of the financial affairs of the Association to be made by a certified public accountant at the end of each fiscal year. The Regional Council shall employ a certified public account of its choosing. The Regional Council shall also establish an Audit Committee to provide oversight of the annual external audit. The members of Audit Committee shall be comprised of members of the Regional Council and serve for one (1) year terms. The First Vice--President shall be a member of the Audit Committee and the Second Vice-President shall serve as the chair of the Audit Committee for one (1) year. The audit report shall be made to Association member cities and counties.

F. **Indemnification for Tort Liability**

In contemplation of the provisions of Section 895.2 of the Government Code of the State of California imposing certain tort liability jointly upon public entities solely by reason of such entities being parties to an agreement as defined in Section 895 of said code, the parties hereto as between themselves, pursuant to the authorization contained in Sections 895.4 and 895.6 of said code, will each assume the full liability imposed upon it, or any of its officers, agents or employees by law for injury caused by a negligent or wrongful act or omission occurring in the performance of this agreement to the same extent that such liability would be imposed in the absence of Section 895.2 of said code. To achieve the above stated purpose each party indemnifies and holds harmless the other party for any loss, cost or expense that may be imposed upon such other party solely by virtue of said Section 895.2. The rules set forth in Civil Code Section 2778 are hereby made a part of these Bylaws.

- G. Notwithstanding the provisions of Section 7 of said Joint Powers Agreement by which this Association is formed, no contract, employment, debt, liability or obligation of the Association shall be binding upon or obligate any member of this Association without the

express written request or consent of such member and only to the extent so requested or consented to; nor shall the Association have the authority or the power to bind any member by contract, employment, debt, liability, or obligation made or incurred by it without the written request or consent of such member, and then only to such extent as so requested or consented to in writing.

H. **Depositories and Investments**

In addition to the depository and the disbursing officer as specified in Section 7 of the Joint Powers Agreement, the Regional Council may authorize additional depositories and those authorized to disburse the Association's funds, and may specify the terms and conditions pertaining thereto.

ARTICLE IX - STATUTORY AUTHORITY

The Southern California Association of Governments shall be an agency established by a joint powers agreement among the members pursuant to Title 1, Division 7, Chapter 5, of the Government Code of the State of California and shall have the powers vested in the Association by State or Federal law, the joint powers agreement, or these bylaws. The Association shall not have the power of eminent domain, or the power to levy taxes.

ARTICLE X - VOLUNTARY WITHDRAWAL

Any member may, at any time, withdraw from the Association providing, however, that the intent to withdraw must be stated in the form of a resolution enacted by the legislative body of the agency wishing to withdraw. Such resolution of intent to withdraw from the Association must be given to the Executive Director by the withdrawing agency at least 30 days prior to the effective date of withdrawal. The withdrawing agency shall not be entitled to a refund of the annual assessment paid to the Association.

ARTICLE XI - AMENDMENTS

The Bylaws and any amendments thereto are subject to the approval of the General Assembly.

Amendments to these Bylaws may be proposed by an Official Representative, the Executive Director, the Bylaws and Resolutions Committee and the Regional Council.

If proposed by an Official Representative, the amendment shall be submitted to the Regional Council at least forty-five (45) days prior to a regular meeting of the General Assembly for assignment and consideration by the Bylaws and Resolutions Committee.

The Bylaws and Resolutions Committee shall be composed of six (6) Regional Council members who collectively represent the six (6) counties within the SCAG region, with at least two (2) members being County representatives. Members on the Bylaws and Resolutions Committee shall serve for one (1) year terms with the term to expire with the adjournment of the regular meeting of the General Assembly.

The Second Vice-President shall serve as the chair of the Bylaws and Resolutions Committee for one (1) year.

Except for amendments proposed by the Regional Council, all proposed amendments to the Bylaws shall be considered by the Bylaws and Resolutions Committee, and thereafter, by the Regional Council. The proposed amendments, along with the recommendations of the Regional Council, shall be forwarded to the Official Representative of each General Assembly member at least thirty (30) days prior to the General Assembly meeting at which such proposed amendments will be voted upon.

An affirmative vote of a majority of the General Assembly voting members present with a quorum in attendance is, is required to adopt an amendment to these Bylaws. If, within sixty (60) days after the adoption of any amendment, one-third (1/3) or more of the Official Representatives protest such amendment by filing a written protest with the Executive Director, the adoption of such amendment shall be suspended until the next meeting of the General Assembly when the amendment shall again be taken up for consideration and vote.

Notwithstanding any provision of the agreement establishing the Association, Article V A. (4)(b) and the Article VIII A, B, and E of said Bylaws shall not be changed except with the concurrence of the legislative body of each signatory party to said agreement which has not then withdrawn from the Association.

ARTICLE XII - EFFECTIVE DATE

These Bylaws shall go into effect immediately upon the effective date of the agreement establishing the Association.

ARTICLE XIII - HIRING PROHIBITION

No current or former elected official who is or was a Member of the SCAG Regional Council shall be eligible for a period of one (1) year after the last day of service as an elected official for appointment to any full-time, compensated employment with SCAG.

Bylaws adopted by the Joint County-City SCAG Committee:

March 27, 1964

Bylaws amended by the SCAG General Assembly:

February 24, 1966

November 4, 1966

February 24, 1967

February 18, 1970

September 24, 1970

February 16, 1973

September 12, 1974

February 27, 1975

March, 8, 1977

October 6, 1977

March 3, 1978

October 6, 1978

March 16, 1979

October 2, 1980

April 29, 1982

April 26, 1984

January 29, 1987

March 21, 1989

March 22, 1990

April 21, 1991

February 27, 1992

March 12, 1993

March 4, 1994
March 3, 1995
July 3, 1996
October 9, 1997
April 16, 1998
September 3, 1998
April 8, 1999
April 6, 2000
May 1, 2003
September 4, 2003
May 4, 2004
May 5, 2005
May 4, 2006
May 3, 2007
May 8, 2008
May 7, 2009
May 6, 2010
May 5, 2011
April 5, 2012
June 7, 2012
May 2, 2013